THE REPUBLIC OF THE UNION OF MYANMAR
The Myanmar Investment Commission
PERMIT

Form (2)
Sr No. 1132-I
Dated 31.1.2014

Permit No. 662/2014 Date 31, January 2014

The Myanmar Investment Commission issues this Permit under section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/ Promoter U MYO CHO

(b) Citizenship MYANMAR

(c) Address NO. 48 A, THANLWIN STREET, SHWE TAUNG KYAR WARD(2), BAHAN TOWNSHIP, YANGON REGION

(d) Name and Address of principal organization MCGRO INTERNATIONAL CO.,LTD., NO.48 A, THANLWIN STREET, SHWE TAUNG KYAR WARD(2), BAHAN TOWNSHIP, YANGON REGION

(e) Place of incorporation MYANMAR

(f) Type of business in which investment is to be OIL PALM PLANTATION AND PRODUCTION

(g) Place(s) at which investment is permitted PLOT 6.O.S.S., PAWA VILLAGE TRACT, TANINTHARYI TOWNSHIP, TANINTHARYI REGION

(h) Amount of foreign capital US$ 10 MILLION

(I) Period for bringing in foreign capital WITHIN ONE YEAR FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) 11,520 MILLION (INCLUDING US$ 10 MILLION)

(k) Construction period 4 YEARS

(l) Permitted duration of investment 50 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of the company incorporated in Myanmar SRISUBAN MYANMAR COMPANY LIMITED

Win Shein

Chairman

The Myanmar Investment Commission

စာအမှတ်
ရက်စွဲ

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၆၆၂/၂၀၁၄ ၂၀၁၄ ခုနှစ် ဇန်နဝါရီလ ၃၁ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၃ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ ကမကထပြုသူ၏အမည် U MYO CHO

(ခ) မည်သည့် နိုင်ငံသား MYANMAR

(ဂ) နေရပ်လိပ်စာ NO. 48 A, THANLWIN STREET, SHWE TAUNG KYAR WARD (2), BAHAN TOWNSHIP , YANGON REGION

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ MCGRO INTERNATIONAL CO., LTD., NO. 48 A, THANLWIN STREET, SHWE TAUNG KYAR WARD (2), BAHAN TOWNSHIP , YANGON REGION

(င) ဖွဲ့စည်းရာအရပ် MYANMAR

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ဆီအုန်းစိုက်ပျိုးထုတ်လုပ်ခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) ကွင်းအမှတ် 6.O.S.S, ပဝကျေးရွာအုပ်စု၊ တနင်္သာရီမြို့နယ်၊ တနင်္သာရီတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၁၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင် ခွင့်ပြုမိန့် ရရှိပြီး ၁ နှစ် အတွင်း

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) ၁၁,၅၂၀ သန်း (အမေရိကန်ဒေါ်လာ ၁၀ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၄ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် SRISUBAN MYANMAR COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
Building No.(32), Nay Pyi Taw

Our ref : DICA/FI-908/ 2014(1132-1) Tel: 067- 406334, 406075
Date 31 January 2014 Fax: 95-67-406333

Subject : **Decision of the Myanmar Investment Commission on the Proposal for "Palm Oil Plantation" under the name of Srisuban Myanmar Company Limited.**

Reference: Srisuban Myanmar Company Limited's Letter dated (12-11-2013)

1. The Myanmar Investment Commission, at its meeting (1/2014) held on (8-1-2014)had approved the proposal for investment in "Palm Oil Plantation" under the name of "Srisuban Myanmar Company Limited" submitted as a Joint Venture between Srisuban International Limited, Srisuban Farm Co., Ltd. and Mr. Tan Thaugsuban (75%) , Mr. Chuchart Mektrakarn (5%) from Thailand and MCGRO International Co., Ltd. (20%) from the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50 (Fifty) years commencing from the date of the approval of Myanmar Investment Commission.

4. Srisuban Myanmar Company Limited shall comply with the conditions relating to the right to cultivate or utilize the vacant, fallow and virgin lands prescribed by the Vacant, Fallow and Virgin Lands Management Law.

5. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a),(h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machineries, equipments, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for used during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

6. MCGRO International Co., Ltd. (Myanmar) shall have to sign the Joint Venture Agreement with Srisuban International Limited, Srisuban Farm Co., Ltd., Mr. Tan Thaugsuban and Mr. Chuchart Mektrakarn (Thailand). After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

7. Srisuban Myanmar Company Limited shall submit the copy of the document for the right to use the land issued by Central Committee for the Management of Vacant, Fallow and Virgin Lands to the Commission.

8. Srisuban Myanmar Company Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

9. Srisuban Myanmar Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

10. Srisuban Myanmar Company Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

11. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be granted more than one except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

12. As per Chapter X, Rule 63 of the Foreign Investment Rules, if Srisuban Myanmar Company Limited cannot construct completely in time the construction period or extension period, the Commission will have to terminate the permit issued to the investor and there is no refund for the expenses of the project.

13. The commercial date of operation shall be reported to the Commission.

14. Srisuban Myanmar Company Limited shall endeavour to meet the targets for production stated in the proposal as the minimum target.

15. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and Srisuban Myanmar Company Limited has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

16. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I , section 2(i) of the said Law, other than foreign currency.

17. Srisuban Myanmar Company Limited brings in foreign capital defined under Chapter I , section 2(i) of the said Law, other than foreign currency in the manner

stated in paragraph 16(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

18. Srisuban Myanmar Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

19. Srisuban Myanmar Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

20. Srisuban Myanmar Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Impact Assessment (EIA) process and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

21. Srisuban Myanmar Company Limited shall have to carry out the palm oil plantation in accordance with the plan submitted to the Forest Department without causing impact to the forest areas.

22. Srisuban Myanmar Company Limited shall have to fix the accurate proportion upon the annual profit for creating effective activities annually as Corporate Social Responsibility(CSR).

23. Srisuban Myanmar Company Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions.

24. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made from export earning income of Srisuban Myanmar Company Limited.

25. Srisuban Myanmar Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

Win Shein

(Win Shein)
Chairman

Srisuban Myanmar Company Limited

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar
2. Office of the Tanintharyi Region Government
3. Ministry of Agriculture and Irrigation
4. Ministry of National Planning and Economic Development
5. Ministry of Finance
6. Ministry of Commerce
7. Ministry of Foreign Affairs
8. Ministry of Home Affairs
9. Ministry of Immigration and Population
10. Ministry of Labour, Employment and Social Security
11. Ministry of Environmental Conservation and Forestry
12. Ministry of Electric Power

13. Director General, Directorate of Investment and Company Administration
14. Director General, Settlement and Land Records Department
15. Director General, Department of Industrial Crops Development
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Director General, Directorate of Trade
19. Director General, Immigration and National Registration Department
20. Director General, Directorate of Labour
21. Director General, Department of Environmental Conservation
22. Director General, Department of Forestry
23. Managing Director, Myanma Foreign Trade Bank
24. Managing Director, Myanma Investment and Commercial Bank
25. Managing Director, Myanma Insurance